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FILED

In the office of the Secretary of State
of the State of California

DEC 17 1980

MARCUS JONG EU, Secretary of State

Leslie H. Huan
Deputy

ARTICLES OF INCORPORATION
OF
UNIVERSITY-STUDENT UNION BOARD,
CALIFORNIA STATE UNIVERSITY, LOS ANGELES

I

The name of this Corporation is:

UNIVERSITY-STUDENT UNION BOARD,
CALIFORNIA STATE UNIVERSITY, LOS ANGELES

II

The UNIVERSITY-STUDENT UNION BOARD, CALIFORNIA STATE UNIVERSITY,
LOS ANGELES, hereinafter called the "Corporation," shall conduct
its operations in conformity with regulations established by the
Trustees of The California State University and Colleges and
approved by the Director of Finance as required by the California
Education Code, Section 89900.

8
Article of rights
to amend articles
100

III

This Corporation shall be operated as an integral part of the edu-
cational programs of the California State University, Los Angeles,
hereinafter called the "University," as required by the California
Administrative Code, Title V, Section 42401; and its operations
shall be integrated with University operations and administered
or supervised by the President of the University as required by
the California Administrative Code, Title V, Section 42601(c).

IV

The purposes for which this Corporation is formed are:

(1) The specific and primary purpose of this Corporation is to operate the University Student Union at California State University, Los Angeles, as a student body center for the benefit of students, faculty, staff and alumni in order to promote and assist the educational program of the University or such institution as shall succeed to the properties and functions of said University and to apply the funds and properties coming into its hands toward furthering the educational program carried on or approved by the administrative officers of the University. This Corporation shall not carry on any activities not approved by the administrative officers of the University.

(2) This Corporation shall not make personal loans of a non-scholarship nature, except that loans to faculty members or employees may be made when such loans are specifically authorized by a trust instrument under which the funds were received, as required by the California Administrative Code, Title V, Section 42403(c)(2).

(3) This Corporation shall never operate for the primary purpose of carrying on a trade or business for profit.

(4) Notwithstanding any of the above statements of purposes and powers, this Corporation shall not engage in activities which in themselves are not in furtherance of the charitable and educational purposes set forth in paragraph 1 of this Article IV.

V

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

VI

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and does not contemplate the distribution of gains, profits or dividends to its members or to any private shareholder or individual. The property, assets, profits, and net income of this Corporation are irrevocably dedicated to the charitable purposes set forth in Article IV, and no part of the profits or net income of this Corporation shall ever inure to the benefit of any private shareholder or individual except that this provision shall not be construed so as to prevent the payment to directors, officers or employees of reasonable compensation for services actually rendered to this Corporation.

VII

Upon dissolution of this Corporation net assets other than trust funds shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the California State University, Los Angeles, or the students or the students and faculty of that University, such corporation or corporations to be selected by the board of directors. Such nonprofit corporation

or corporations must be qualified for federal income tax exemption under Sections 501(a) and 501(c)(3) of the United States Internal Revenue Code of 1954 and be organized and operated exclusively for charitable, scientific, literary, or educational purposes, or for a combination of said purposes. In the alternative, upon dissolution of the Corporation, net assets other than trust funds shall be distributed to the California State University, Los Angeles.

If, upon dissolution, this Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which this Corporation's principal office is located upon petition therefor by the Attorney General or by any person concerned in the liquidation. In no event shall any assets be distributed to any member, director, or officer of this Corporation.

VIII

The name and address in the State of California of this Corporation's initial agent for service of process is: Roger L. Rodzen, Executive Secretary, University-Student Union Board, California State University, Los Angeles, 5154 State University Drive, Los Angeles, California 90032.

IX

This Corporation shall have no members other than the persons constituting its Board of Directors. The persons constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations or otherwise, be

taken to be the members of such Corporation and exercise all the rights and powers of members thereof. If a Director who is qualified for Board membership because he or she is a member of the University staff or faculty terminates his or her employment with the University, he or she shall cease to be a Director of this Corporation. The President of the University or his or her designated representative shall be a member of the Board of Directors of this Corporation in order to insure that this Corporation operates in conformity with the University policy as required by the California Administrative Code, Title V, Section 42404. This Article is not subject to amendment, change or alteration in any of its clauses or provisions by the Bylaws of the Corporation.

X

The number of Directors shall be as set forth in the Bylaws. The Directors shall not be personally liable for the debts, liabilities, or obligations of this Corporation.

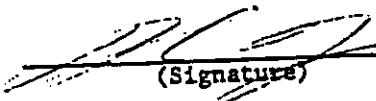
XI

The Articles of Incorporation of this Corporation shall not be amended except with the vote or written consent of three-fourths (3/4) of the total voting membership of the Board of Directors.

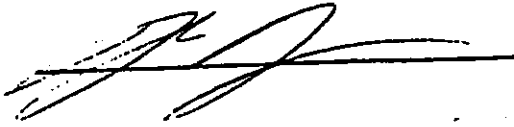
XII

The name of the existing unincorporated association now being incorporated by the filing of these Articles is the UNIVERSITY-STUDENT UNION BOARD, CALIFORNIA STATE UNIVERSITY, LOS ANGELES.

DATED: 1-20-80


(Signature)
ROGER L. RODZEN

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



DECLARATION

YESMEAN RIHBANY and ROGER L. RODZEN declare under penalty of perjury that they are the President and Executive Secretary, respectively, of the UNIVERSITY-STUDENT UNION BOARD, CALIFORNIA STATE UNIVERSITY, LOS ANGELES, the unincorporated association referred to in the Articles of Incorporation to which this declaration is attached, and that said association has duly authorized its incorporation by means of said articles.

Executed at Los Angeles, California on 1-20-80


YESMEAN RIHBANY


ROGER L. RODZEN

State of California
County of Los Angeles

On this 20th day of October, 1980, before me, the under-
signed, a Notary Public, personally appeared YESMEAN RIHBANY and
ROGER L. RODZEN, known to me to be the persons whose names are
subscribed to these Articles of Incorporation, and acknowledged to
me that they executed them.

M. Spencer
Notary Public for the
State of California

My commission expires July 15, 1983



AFFIDAVIT

State of California
County of Los Angeles

YESMEAN RIHBANY and ROGER L. RODZEN, being first sworn, each
for himself, says:

That YESMEAN RIHBANY is the president and that ROGER L. RODZEN
is the executive secretary of the UNIVERSITY-STUDENT UNION BOARD,
CALIFORNIA STATE UNIVERSITY, LOS ANGELES, the unincorporated asso-
ciation mentioned in the foregoing Articles of Incorporation; that the
association has authorized the undersigned, as the officers, to
execute the Articles of Incorporation.

Yesmean Ribbany
YESMEAN RIHBANY

Roger L. Rodzen
ROGER L. RODZEN

Subscribed and sworn to before me on October 20, 1980, 1980.



M. Spencer
Notary Public for the
State of California

My commission expires July 15, 1983

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MARCH FONG EU, Secretary of State

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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
University-Student Union Board
California State University, Los Angeles

JOHN C. LOPEZ AND DEBRA L. HAMMOND certify that:

1. They are the Chairperson and the Executive Secretary, respectively, of University-Student Union Board, California State University, Los Angeles, a California Corporation.
2. Article VII of the Articles of Incorporation of this Corporation is amended to read as follows:

Upon dissolution of this Corporation net assets other than trust funds shall be distributed to one or more nonprofit corporations organized and operated for the benefit of the California State University, Los Angeles, such corporation or corporations to be selected by the board of directors of this Corporation and approved by the President of the University and the Board of Trustees of the California State University. Such nonprofit corporation or corporations must be qualified for federal income tax exemption under Sections 501(a) and 501(c) (3) of the United States Internal Revenue Code and be organized and operated exclusively for charitable, scientific, literary, or educational purposes, or for a combination of said purposes. In the alternative, upon dissolution of the Corporation, net assets other than trust funds shall be distributed to the California State University, Los Angeles.

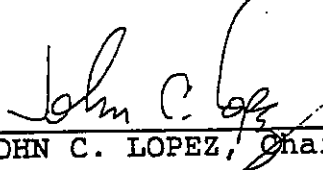
If, upon dissolution, this Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which this Corporation's principal office is located upon petition therefor by the Attorney General or by any person concerned in the liquidation. In no event shall any assets be distributed to any member, director, or officer of this Corporation.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.

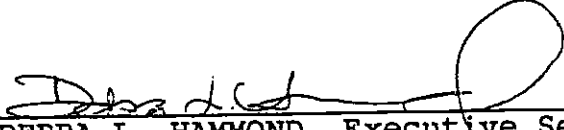
4. The Corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: February 23, 1990



JOHN C. LOPEZ, Chairperson



DEBRA L. HAMMOND, Executive Secretary

wp:disoart.crt

STATE OF CALIFORNIA
FRANCHISE TAX BOARD
SANTA MONICA CALIFORNIA 90401

DEC 17 1988



December 17, 1980

In reply refer to
344:R:dwig

University-Student Union Board, California
State University, Los Angeles
5154 State University Drive
Los Angeles, CA 90032

Purpose : Educational
Form of Organization : Corporation
Accounting Period Ending: June 30
Organization Number :

On the basis of the information submitted and provided your present operations continue unchanged or conform to those proposed in your application, you are exempt from state franchise or income tax under Section 23701d, Revenue and Taxation Code. Any change in operation, character or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

You are required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 3rd month (2 1/2 months) after the close of your annual accounting period.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

Robert Luta, Manager
Exempt Organization Section
Telephone (800) 832-5711

cc: Secretary of State
Registrar of Charitable Trusts
John W. Francis

FTB 4206-ATS (7-78)